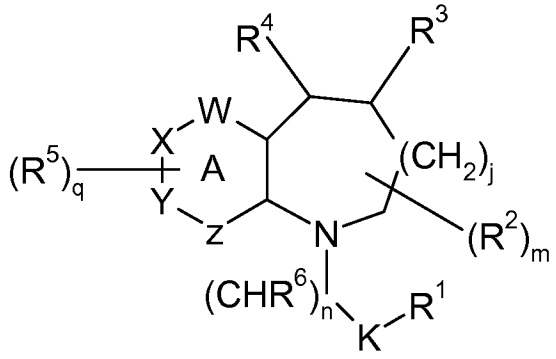
Amendments to the Claims

1. (Currently Amended) A compound of formula I



wherein

n is 0, 1, 2, or 3;

m is 0, 1, 2, 3, 4, 5 or 6;

j is 1 or 2;

q is 0, 1, or 2;

W, X, Y and Z are each independently CH, C, N, S, or O with appropriate single or double bonds and/or hydrogen atoms to complete valency requirements;

Ring A is a five or six member ring wherein one of W, X, Y or Z may be absent; provided that ring A is not phenyl;

K is a bond, C=O, or $S(O)_p$;

p is 0, 1 or 2;

R^1 is selected from a group consisting of hydroxy, hydrogen, C_1-C_6 alkyl, C_2-C_6 alkenyl, C_1-C_6 haloalkyl, C_1-C_6 alkylheterocyclic, C_3-C_8 cycloalkyl, C_1-C_6 alkylcycloalkyl; C_1-C_6 alkylaryl, aryl, heterocyclyl, C_2-C_6 alkylalcohol, -OC_1-C_6 alkyl, -O-aryl, -OC_2-C_6 alkenyl, -OC_1-C_6 haloalkyl, -OC_1-C_6 alkylheterocyclic, -OC_3-C_8 cycloalkyl, -OC_1-C_6 alkylcycloalkyl, -NR^7R^8, -OC_1-C_6 alkylaryl, -O-heterocyclic, -OC_1-C_6alkylCO_2R^{11}, -OC_2-C_6alkylalcohol, -OC_1-C_6alkylNR^7R^8, -OC_2-C_6 alkylcyano, $CONR^{11}R^{12}$, $NR^{11}SO_2R^{12}$, $NR^{11}COR^{12}$, C_0-C_3 alkyl$NR^{11}R^{12}$, C_1-C_3 alkylCOR^{11}, C_0-C_6 alkyl$COOR^{11}$and; provided that R^1 is not hydroxy when K is $S(O)_p$, CO, and/or when n and K are both zero; and wherein each cycloalkyl, aryl or heterocyclic group is optionally substituted with 1 to 3 groups independently selected from oxo, hydroxy, halo, C_1-C_6 alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, C_1-C_6 alkoxy, C_1-C_6 haloalkyl, C_1-C_6 alkylalcohol, -OC_2-C_6alkylalcohol, C_1-C_6 haloalkoxy,

$CONR^{11}R^{12}$, $NR^{11}SO_2R^{12}$, $NR^{11}COR^{12}$, C_0-C_3 alkyl$NR^{11}R^{12}$, C_1-C_3 alkylCOR^{11}, C_0-C_6 alkyl$COOR^{11}$, C_0-C_6 alkylcyano, -OC_2-C_6alkylcyano, C_1-C_6 alkylcycloalkyl, phenyl, -OC_1-C_6 alkylcycloalkyl, -OC_1-C_6 alkylaryl, -OC_1-C_6 alkylheterocyclic, and C_1-C_6 alkylaryl;

R^2 is independently selected from the group consisting of hydrogen, halo, C_1-C_6 alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, C_1-C_6 haloalkyl, OC_1-C_6 haloalkyl, OC_1-C_6 alkyl, C_1-C_6 alkylaryl, aryl, C_0-C_6 alkylNR^7R^8, heteroaryl, heterocyclyl, C_3-C_8 cycloalkyl, C_1-C_6 alkylcycloalkyl and C_1-C_6 alkylheterocyclyl; wherein each cycloalkyl, aryl, or heterocyclic is optionally substituted with 1 to 3 groups independently selected from oxo, hydroxy, halo, C_1-C_6 alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, C_1-C_6 alcohol, C_1-C_6 alkoxy, C_1-C_6 haloalkyl, C_1-C_6 haloalkoxy, $CONR^{11}R^{12}$, $NR^{11}SO_2R^{12}$, $NR^{11}COR^{12}$, C_0-C_3 alkyl$NR^{11}R^{12}$, C_1-C_3 alkylCOR^{11},C_0-C_6 alkyl$COOR^{11}$, cyano, and phenyl, and wherein two R^2 groups may combine to form a 3,4 or 5 member spirocycle, or a five or six member optionally substituted fused carbocyclic or heterocyclic ring;

R^3 is hydrogen, C_1-C_6 alkyl, aryl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, C_1-C_6 alkylaryl, C_1-C_6 alkylheterocyclic, C_3-C_8 cycloalkyl, or C_1-C_6 alkylcycloalkyl;

R^4 is a group represented by the formula -NR^9R^{10};

R^5 is selected from the group consisting of hydrogen, halogen, hydroxy, C_1-C_6 alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, -OC_1-C_6 alkyl, C_1-C_6 haloalkyl, C_3-C_8 cycloalkyl, C_1-C_6 alkylcycloalkyl, C_1-C_6 alkylaryl, C_1-C_6 alkylheterocyclic, aryl, C_1-C_6 alkylaryl, heteroaryl, -O-aryl, -OC_2-C_6 alkenyl, -OC_1-C_6 haloalkyl, -NR^7R^8, and -OC_1-C_6 alkylaryl; and wherein when q is 1, 2 or 3, two adjacent R^5 groups may combine to form a fused 5 or 6 member optionally substituted carbocyclic or heterocyclic ring;

R^6 is independently selected from the group consisting of hydrogen, C_1-C_6 alkyl, C_2-C_6 alkenyl, hydroxy, C_1-C_6 alkyl, C_2-C_6 alkenyl, -OC_1-C_6 alkyl, -O-aryl, -OC_2-C_6 alkenyl, C_1-C_6 haloalkyl, -OC_1-C_6 haloalkyl, C_1-C_6 alkylNR^7R^8, C_3-C_8 cycloalkyl, and C_1-C_6 alkylcycloalkyl;

R^7 and R^8 are independently selected from the group consisting of hydrogen, C_1-C_6 alkyl, C_2-C_6 alkenyl, C_3-C_8 cycloalkyl, C_1-C_6 alkylcycloalkyl, C_1-C_6 alkylheterocyclic, heterocyclic, aryl, C_1-C_6 alkylaryl, hydroxy, oxo, COOH, $C(O)OC_1$-C_4 alkyl, C_2-C_6 alkynyl, C_1-C_6 alkoxy, C_1-C_6 haloalkyl, C_1-C_6 alkylalcohol, C_1-C_6 alkylamine, C_2-C_6 alkenylaryl, C_2-C_6 alkynylaryl, C_1-C_6 alkyl-O-C_1-C_6 alkylaryl, C_1-C_6 alkyl-NR^{11}-C_1-C_6 alkylaryl, C_1-C_6 alkylcyano, C_1-C_6 alkyl$CONR^7R^8$, C_1-C_6 alkylNR^7R^8, C_1-C_6alkyl$NR^{11}COR^{12}$ wherein each alkyl, cycloalkyl, heterocyclic, or aryl group is optionally substituted with 1-3 groups

independently selected from hydroxy, oxo, amino, halogen, C_1-C_6 alkylcycloalkyl, C_3-C_8 cycloalkyl, C_1-C_6 alkylheterocyclic, C_1-C_6 haloalkyl, COOH, C(O)OC_1-C_4 alkyl, C_1-C_6 alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, C_1-C_6 alkoxy, C_1-C_6 alkylalcohol, and C_1-C_6 alkylamine and $NR^{11}R^{12}$; or R^7 and R^8 combine to form a nitrogen containing heterocyclic ring which may have 0, 1, or 2 additional hetero-atoms selected from oxygen, nitrogen or sulfur and may be optionally substituted with oxo, or C_1-C_6 alkyl;

R^9 is the group C_1-C_6 alkyl, C_2-C_6 alkenyl, C_3-C_8 cycloalkyl, C_1-C_6 alkylcycloalkyl, aryl, heterocyclic, C_1-C_6 alkylheterocyclic, COR^7, CO_2R^7, C_0-C_3 alkylCONR^{7}R^8, C_0-C_3 alkylS(O)$_p$NR^{7}R^8, or C_0-C_3 alkylS(O)$_p$R^7 wherein R^7 is as defined above, and wherein each alkyl, cycloalkyl, aryl, and heterocyclic is optionally substituted with one to two groups independently selected from halo, hydroxy, oxo, COOH, C(O)OC_1-C_4 alkyl, C_1-C_6 haloalkyl, C_1-C_6 alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, C_1-C_6 alkoxy, C_1-C_6 alkylalcohol, C_1-C_6 alkylamine, C_1-C_6 alkylaryl, C_2-C_6 alkenylaryl, C_2-C_6 ~~alkylnylaryl~~ alkynylaryl, C_1-C_6 alkylheterocyclic, -NR^7R^8, C_3-C_8 cycloalkyl, C_1-C_6 alkylcycloalkyl, C_1-C_6 alkyl-O-C_1-C_6 alkylaryl, C_1-C_6 alkyl-NR^2-C_1-C_6 alkylaryl, C_1-C_6 alkylcyano, C_1-C_6 alkylCONR^{7}R^8, C_1-C_6 alkylNR^{7}R^8, C_1-C_6 alkylCO$_2$R^{11}, C_1-C_6alkylNR^{11}COR^{12}, and aryl, wherein each cycloalkyl or aryl group is optionally substituted with halo, hydroxy, oxo, amino, COOH, C(O)OC_1-C_4 alkyl, C_1-C_6 haloalkyl, C_1-C_6 alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, C_1-C_6 alkoxy, C_1-C_6 alkylalcohol, and C_1-C_6 alkylamine;

R^{10} is selected from the group consisting of aryl, C_1-C_6 alkylaryl, C_2-C_6 alkenylaryl, C_2-C_6 alkynylaryl, C_1-C_6 haloalkylaryl, C_1-C_6 alkylheterocyclic, C_2-C_6 alkenylheterocyclic, C_1-C_6 alkylcycloalkyl, C_3-C_8 cycloalkyl, C_1-C_6 alkyl-O-C_1-C_6 alkylaryl, and wherein each cycloalkyl, aryl, or heterocyclic group is optionally substituted with 1-3 groups independently selected from the group consisting of hydroxy, oxo, -SC_1-C_6 alkyl, C_1-C_6 alkyl, C_1-C_6 alkenyl, C_1-C_6 alkynyl, C_1-C_6 haloalkyl, halogen, C_1-C_6 alkoxy, aryloxy, C_1-C_6 alkenyloxy, C_1-C_6 haloalkoxyalkyl, C_0-C_6 alkylNR^{11}R^{12}, -OC_1-C_6 alkylaryl, nitro, cyano, -OC_1-C_6 haloalkyl , C_1-C_6 haloalkylalcohol, and C_1-C_6 alkylalcohol;

R^{11} and R^{12} are independently selected from the group consisting of hydrogen, C_1-C_6 alkyl, C_1-C_6 alkenyl, C_3-C_8 cycloalkyl, heterocyclic, aryl, and C_1-C_6 alkylaryl, wherein each aryl group is optionally substituted with 1-3 groups independently selected from halogen, C_1-C_6 alkylheterocyclic, and C_1-C_6 haloalkyl, or R^{11} and R^{12} combine to form a nitrogen containing heterocyclic ring which may have 0, 1, or 2 additional heteroatoms selected from oxygen, nitrogen or sulfur and is optionally substituted with oxo, or C_1-C_6 alkyl; or a

pharmaceutically acceptable salt, ~~solvate,~~ enantiomer, racemate, diastereomer or mixture of diastereomers thereof.

2. (Currently Amended) A compound according to Claim 1, or a pharmaceutically acceptable salt, enantiomer, racemate, diastereomer, or mixture of diastereomers thereof, wherein n is 0, and K is C=O, wherein R^1 is selected from a group consisting of hydroxy, hydrogen, -C_1-C_6 alkyl, -C_0-C_6 alkylcycloalkyl, -C_0-C_6 alkylheterocyclic, -C_1-C_6 haloalkyl -OC_1-C_6 alkoxy, C_1-C_6 alkylaryl, -OC_1-C_6 alkyl, -OC_3-C_8 cycloalkyl -OC_1-C_6 alkylcycloalkyl, -OC_1-C_6 alkylcycloalkylNR^7R^8, C_1-C_6 alkoxy, -OC_0-C_6 alkylaryl, -OC_1-C_6 haloalkyl, OC_1-C_6alkylcyano, OC_1-C_6alkylCO_2R^{11}, -OC_1-C_6alkylhydroxy, -OC_3-C_8 cycloalkylCO_2R^{11}, -OC_1-C_6 alkylNR^7R^8 and -OC_1-C_6 alkylheterocyclic and wherein each ~~alkyl,~~ cycloalkyl, aryl, or heterocyclic is optionally substituted with 1 or 2 groups selected from halogen, C_0-C_3 alkylalcohol, C_0-C_3 alkylamine, C_0-C_3 alkylCOOH, ~~C_0-C_3alkyl~~$CONH_2$, C_0-C_3alkylcyano, and $C(O)OC_1$-C_3 alkyl.

3. (Currently Amended) A compound according to Claim 1, or a pharmaceutically acceptable salt, enantiomer, racemate, diastereomer, or mixture of diastereomers thereof, wherein R^4 is NR^9R^{10} and R^9 is a heterocyclic group optionally substituted with one or two groups independently selected from hydroxy, halo, amino, $C(O)OC_1$-C_4 alkyl, C_1-C_6 haloalkyl, C_1-C_6 alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, C_1-C_6 alkoxy, C_1-C_6 alkylalcohol, C_1-C_6 ~~alkyalmine~~ alkylamine, C_3-C_8 cycloalkyl, C_1-C_6 alkylCONR^{7}R^8, C_1-C_6 alkylcyano , C_1-C_6 alkylCO_2R^{11}, C_1-C_6 alkylNR^7R^8 and C_1-C_6 alkylcycloalkyl, .

4. (Currently Amended) A compound of claim 1, or a pharmaceutically acceptable salt, enantiomer, racemate, diastereomer, or mixture of diastereomers thereof, wherein j is 2.

5. (Currently Amended) A compound according to Claim 1, or a pharmaceutically acceptable salt, enantiomer, racemate, diastereomer, or mixture of diastereomers thereof, wherein n, m, and q are independently 0, or 1.

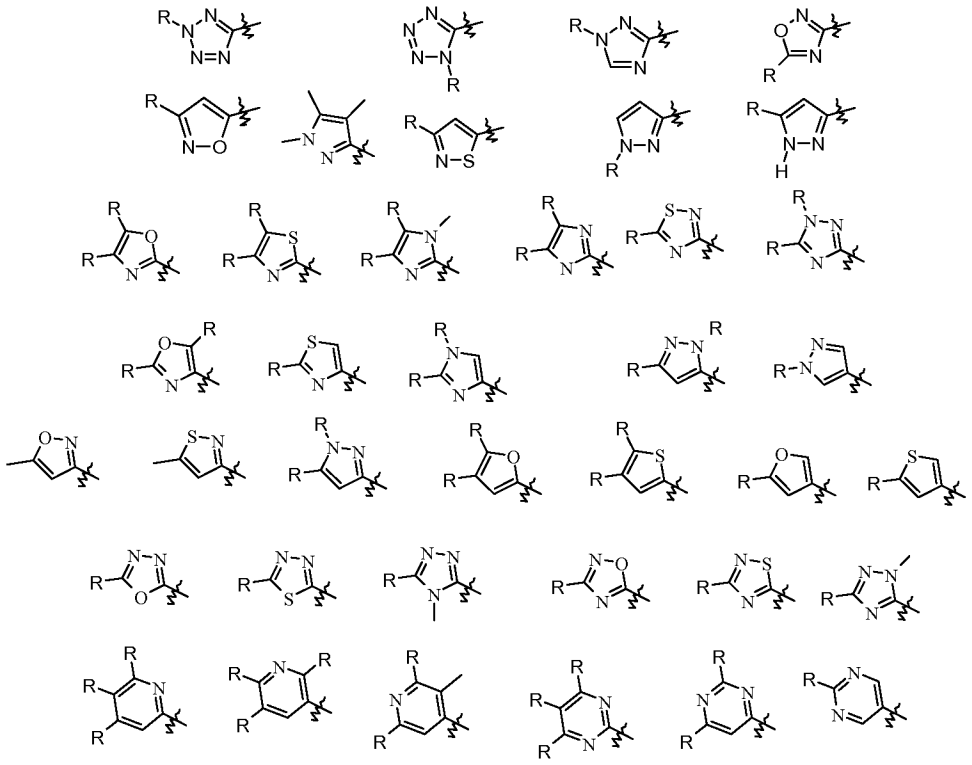
6. (Currently Amended) A compound according to Claim 1, or a pharmaceutically acceptable salt, enantiomer, racemate, diastereomer, or mixture of diastereomers thereof,

wherein the A ring is selected from the group consisting of pyridine, pyrazine, thiophene, pyrazole isoxazole, oxazole, and thiazole.

7. (Currently Amended) A compound according to Claim 1, or a pharmaceutically acceptable salt, enantiomer, racemate, diastereomer, or mixture of diastereomers thereof, wherein the A ring is pyridine.

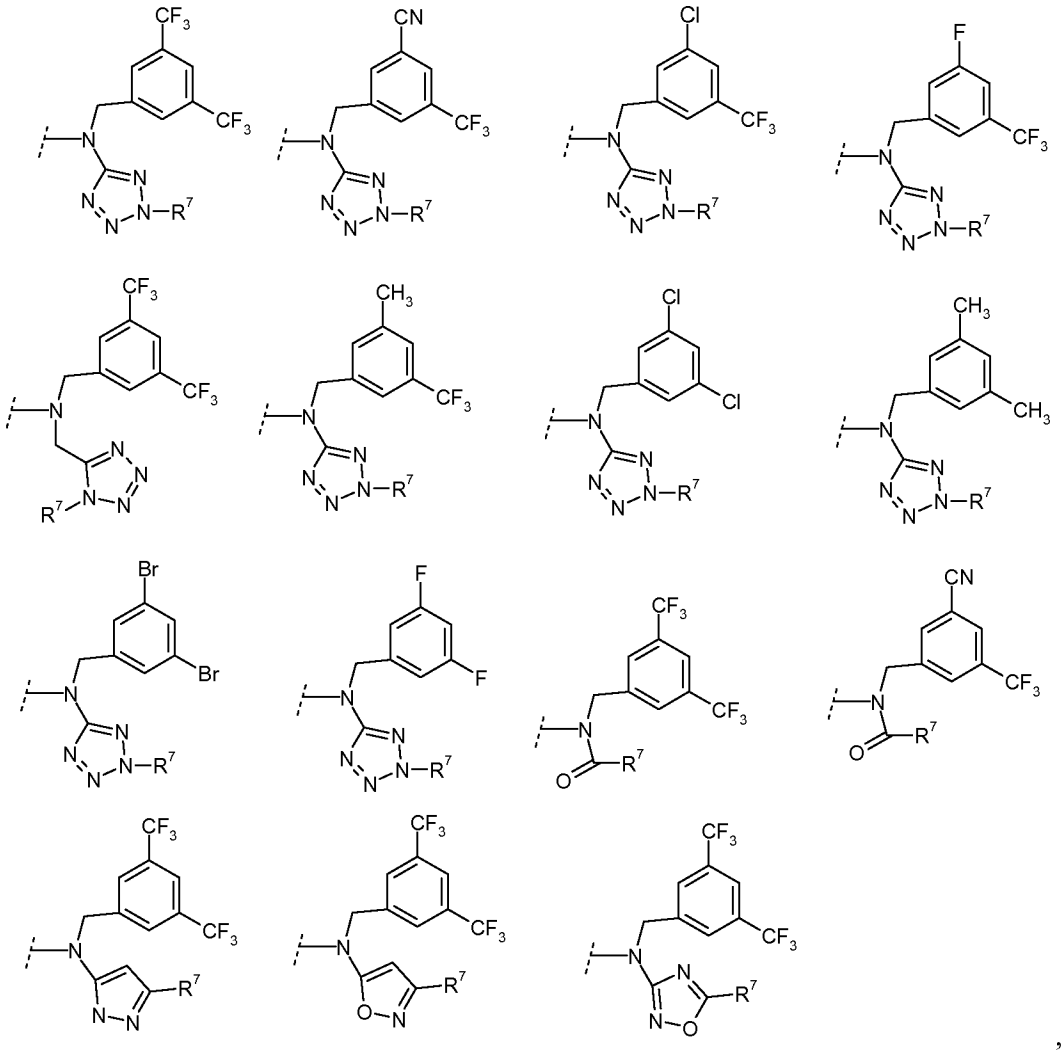
8. (Currently Amended) A compound according to Claim 1, or a pharmaceutically acceptable salt, enantiomer, racemate, diastereomer, or mixture of diastereomers thereof, wherein the A ring is thiophene.

9. (Currently Amended) A compound according to Claim 1, or a pharmaceutically acceptable salt, enantiomer, racemate, diastereomer, or mixture of diastereomers thereof, wherein each R^3 is hydrogen and R^4 is NR^9R^{10} and R^9 is selected from the group consisting of:



wherein R is independently H, OH, NR^7R^8 or C_1-C_3 alkyl wherein the C_1-C_3 alkyl group is optionally substituted with OH, halo, cyano, $CONR^7R^8$, CO_2R^{11}, or NR^7R^8.

10. (Currently Amended) A compound according to Claim 1, or a pharmaceutically acceptable salt, enantiomer, racemate, diastereomer, or mixture of diastereomers thereof, wherein R^3 is hydrogen and R^4 is NR^9R^{10} selected from the group consisting of:



wherein R^7 is independently selected from the group consisting of C_1-C_6 alkyl, C_2-C_6 alkenyl, C_3-C_8 cycloalkyl, C_1-C_6 alkylcycloalkyl, C_1-C_6 alkyheterocyclic, heterocyclic, aryl, C_1-C_6 alkylaryl, O-C_1-C_3 alkyl, C_1-C_3 haloalkyl, wherein each cycloalkyl, heterocyclic or aryl group is optionally substituted with a group selected from hydroxy, C_1-C_3 alkyl, C_1-C_3 alkylalcohol, C_1-C_3 alkylNH_2, ~~C(O) C_1-C_3 alkyl, and C(O) C_3-C_6 cycloalkyl,~~ C_1-C_3 haloalkyl, C_1-C_6 alkoxy, ~~C_1-C_3 alkylCONR^{7}R^8, C_1-C_3 alkylcyano , C_1-C_3 alkylCO_2R^{11}, C_1-C_3 alkylNR^{7}R^8~~ C_1-C_3alkylamine, and C_1-C_3 alkylcycloalkyl.

11. (Currently Amended) A compound according to Claim 1, or a pharmaceutically acceptable salt, enantiomer, racemate, diastereomer, or mixture of diastereomers thereof, wherein R^4 is NR^9R^{10} and R^9 is $COOR^7$.

12. (Currently Amended) A compound according to Claim 1, or a pharmaceutically acceptable salt, enantiomer, racemate, diastereomer, or mixture of diastereomers thereof, wherein R^4 is NR^9R^{10} and R^9 is $CONR^7R^8$.

13. (Currently Amended) A compound according to Claim 1, or a pharmaceutically acceptable salt, enantiomer, racemate, diastereomer, or mixture of diastereomers thereof, wherein R^4 is NR^9R^{10} and R^9 is $S(O)_2NR^7R^8$.

14. (Original) A compound selected from the group consisting of:
5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-2,3,4,5-tetrahydro-thieno[3,4-b]azepine-1-carboxylic acid isopropyl ester,
8-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-3-methyl-5,6,7,8-tetrahydro-thieno[3,2-b]azepine-4-carboxylic acid isopropyl ester,
8-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-2-bromo-5,6,7,8-tetrahydro-thieno[3,2-b]azepine-4-carboxylic acid isopropyl ester,
5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-5,6,7,8-tetrahydro-pyrido[2,3-b]azepine-9-carboxylic acid isopropyl ester,
5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-2,3,4,5-tetrahydro-pyrido[3,4-b]azepine-1-carboxylic acid isopropyl ester,
5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-2,3,4,5-tetrahydro-pyrido[4,3-b]azepine-1-carboxylic acid isopropyl ester,
9-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-6,7,8,9-tetrahydro-pyrido[3,2-b]azepine-5-carboxylic acid isopropyl ester,
9-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-2-trifluoromethyl-6,7,8,9-tetrahydro-pyrido[3,2-b]azepine-5-carboxylic acid isopropyl ester,
9-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-3-trifluoromethyl-6,7,8,9-tetrahydro-pyrido[3,2-b]azepine-5-carboxylic acid isopropyl ester,
5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-2,3,4,5-tetrahydro-thieno[3,4-b]azepine-1-carboxylic acid isopropyl ester,

8-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-3-methyl-5,6,7,8-tetrahydro-thieno[3,2-b]azepine-4-carboxylic acid isopropyl ester,
4-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-1-methyl-4,5,6,7-tetrahydro-1H-1,2,8-triaza-azulene-8-carboxylic acid isopropyl ester,
9-[acetyl-(3,5-bis-trifluoromethylbenzyl)amino]-2-chloro–6,7,8,9-tetrahydro-pyrido[3,2-*b*]azepine-5-carboxylic acid isopropyl ester,
9-[acetyl-(3,5-bis-trifluoromethylbenzyl)amino]-2-methoxy–6,7,8,9-tetrahydro-pyrido[3,2-*b*]azepine-5-carboxylic acid isopropyl ester,
9-[acetyl-(3,5-bis-trifluoromethylbenzyl)amino]-2-bromo-6,7,8,9-tetrahydro-pyrido[3,2-*b*]azepine-5-carboxylic acid isopropyl ester,
9-[Acetyl-(3,5-bis-trifluoromethylbenzyl)amino]-2-dimethylamino-6,7,8,9-tetrahydro-pyrido[3,2-*b*]azepine-5-carboxylic acid isopropyl ester,
9-[Acetyl-(3,5-bis-trifluoromethylbenzyl)amino]-2-methyl-6,7,8,9-tetrahydro-pyrido[3,2-*b*]azepine-5-carboxylic acid isopropyl ester,
9-[Acetyl-(3,5-bis-trifluoromethylbenzyl)amino]-2-cyano-6,7,8,9-tetrahydro-pyrido[3,2-*b*]azepine-5-carboxylic acid isopropyl ester,
9-[Acetyl-(3,5-bis-trifluoromethylbenzyl)amino]-3-chloro-2-methoxy-6,7,8,9-tetrahydro-pyrido[3,2-*b*]azepine-5-carboxylic acid isopropyl ester,
9-[Acetyl-(3,5-bis-trifluoromethylbenzyl)amino]-3-chloro-2-ethoxy-6,7,8,9-tetrahydro-pyrido[3,2-*b*]azepine-5-carboxylic acid isopropyl ester,
9-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)amino]-2-methyl-3-trifluoromethyl-6,7,8,9-tetrahydro-pyrido[3,2-*b*]azepine-5-carboxylic acid isopropyl ester,
9-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)amino]-2-methyl-3-trifluoromethyl-6,7,8,9-tetrahydro-pyrido[3,2-*b*]azepine-5-carboxylic acid *tert*-butyl ester,
9-[(3,5-Bis-trifluoromethyl-benzyl)-2-methyl-2*H*-tetrazol-5-yl)-amino]-2-methyl-3-trifluoromethyl-6,7,8,9-tetrahydro-pyrido[3,2-*b*]azepine-5-carboxylic acid isopropyl ester,
9-[(3,5-Bis-trifluoromethyl-benzyl)-2-methyl-2*H*-tetrazol-5-yl)-amino]-2-methyl-3-trifluoromethyl-6,7,8,9-tetrahydro-pyrido[3,2-*b*]azepine-5-carboxylic acid *tert*-butyl ester,
(3,5-Bis-trifluoromethyl-benzyl)-(5-cyclopentylmethyl-2-methyl-3-trifluoromethyl-6,7,8,9-tetrahydro-5H-pyrido[3,2-b]azepin-9-yl)-(2-methyl-2H-tetrazol-5-yl)-amine,
(3,5-Bis-trifluoromethyl-benzyl)-(5-cyclopropylmethyl-2-methyl-3-trifluoromethyl-6,7,8,9-tetrahydro-5H-pyrido[3,2-b]azepin-9-yl)-(2-methyl-2H-tetrazol-5-yl)-amine,

(3,5-Bis-trifluoromethyl-benzyl)-(2-methyl-5-pyridin-3-ylmethyl-3-trifluoromethyl-6,7,8,9-tetrahydro-5H-pyrido[3,2-b]azepin-9-yl)-(2-methyl-2H-tetrazol-5-yl)-amine,
(3,5-Bis-trifluoromethyl-benzyl)-(2-methyl-5-pyridin-4-ylmethyl-3-trifluoromethyl-6,7,8,9-tetrahydro-5H-pyrido[3,2-b]azepin-9-yl)-(2-methyl-2H-tetrazol-5-yl)-amine,
3-{9-[(3,5-Bis-trifluoromethyl-benzyl)-(2-methyl-2H-tetrazol-5-yl)-amino]-2-methyl-3-trifluoromethyl-6,7,8,9-tetrahydro-pyrido[3,2-b]azepin-5-ylmethyl}-benzoic acid,
4-{9-[(3,5-Bis-trifluoromethyl-benzyl)-(2-methyl-2H-tetrazol-5-yl)-amino]-2-methyl-3-trifluoromethyl-6,7,8,9-tetrahydro-pyrido[3,2-b]azepin-5-ylmethyl}-benzoic acid,
5-{9-[(3,5-Bis-trifluoromethyl-benzyl)-(2-methyl-2H-tetrazol-5-yl)-amino]-2-methyl-3-trifluoromethyl-6,7,8,9-tetrahydro-pyrido[3,2-b]azepin-5-yl}-3,3-dimethyl-pentanoic acid,
(4-{9-[(3,5-Bis-trifluoromethyl-benzyl)-(2-methyl-2H-tetrazol-5-yl)-amino]-2-methyl-3-trifluoromethyl-6,7,8,9-tetrahydro-pyrido[3,2-b]azepin-5-ylmethyl}-cyclohexyl)-acetic acid,
(3,5-Bis-trifluoromethyl-benzyl)-(5-ethyl-2-methyl-3-trifluoromethyl-6,7,8,9-tetrahydro-5H-pyrido[3,2-b]azepin-9-yl)-(2-methyl-2H-tetrazol-5-yl)-amine,
5-{9-[(3,5-Bis-trifluoromethyl-benzyl)-(2-methyl-2H-tetrazol-5-yl)-amino]-2-methyl-3-trifluoromethyl-6,7,8,9-tetrahydro-pyrido[3,2-b]azepin-5-ylmethyl}-thiophene-2-carboxylic acid,
2-{9-[(3,5-Bis-trifluoromethyl-benzyl)-(2-methyl-2H-tetrazol-5-yl)-amino]-2-methyl-3-trifluoromethyl-6,7,8,9-tetrahydro-pyrido[3,2-b]azepin-5-yl}-ethanol,
(5-Benzyl-2-methyl-3-trifluoromethyl-6,7,8,9-tetrahydro-5H-pyrido[3,2-b]azepin-9-yl)-(3,5-bis-trifluoromethyl-benzyl)-(2-methyl-2H-tetrazol-5-yl)-amine,
(3,5-Bis-trifluoromethyl-benzyl)-(2-methyl-2H-tetrazol-5-yl)-(2-methyl-5-thiazol-2-ylmethyl-3-trifluoromethyl-6,7,8,9-tetrahydro-5H-pyrido[3,2-b]azepin-9-yl)-amine,
9-[(3,5-Bis-trifluoromethyl-benzyl)-(2-methyl-2H-tetrazol-5-yl)-amino]-2-methyl-3-trifluoromethyl-6,7,8,9-tetrahydro-pyrido[3,2-b]azepine-5-carboxylic acid tetrahydro-furan-3-yl ester,
(3,5-Bis-trifluoromethyl-benzyl)-(2-methyl-5-pyridin-4-ylmethyl-3-trifluoromethyl-6,7,8,9-tetrahydro-5H-pyrido[3,2-b]azepin-9-yl)-carbamic acid methyl ester,
N-(3,5-Bis-trifluoromethyl-benzyl)-N-(2-methyl-5-pyridin-4-ylmethyl-3-trifluoromethyl-6,7,8,9-tetrahydro-5H-pyrido[3,2-b]azepin-9-yl)-acetamide
or a pharmaceutically acceptable salt, ~~solvate~~ enantiomer or diastereomer or mixture thereof.

15. (Currently Amended) A method of regulating CETP activity comprising administering a compound of formula I according to claim 1, or a pharmaceutically acceptable salt, ~~solvate,~~ enantiomer, racemate, diastereomer or mixture of diastereomers thereof to a patient in need thereof.

16. (Currently Amended) A method of treating ~~or preventing~~ dyslipidemia comprising administering a compound of formula I, according to claim 1, or a pharmaceutically acceptable salt, ~~solvate,~~ enantiomer, racemate diastereomer, mixture of diastereomers thereof, to a patient in need thereof.

17. (Currently Amended) A method of treating ~~or preventing~~ artherosclerosis comprising administering a compound of formula I according to claim 1, or a pharmaceutically acceptable salt, ~~solvate,~~ enantiomer, racemate, diastereomer, or mixture of diastereomers thereof to a patient.

18. (Currently Amended) A method according to Claim ~~14~~ 15, wherein the regulation of CETP activity results in a decrease in LDL-cholesterol.

19. (Currently Amended) A method of lowering plasma LDL-cholesterol in a mammal comprising administering a therapeutically effective dose of a compound of formula I, according to claim 1, or a pharmaceutically acceptable salt, ~~solvate,~~ enantiomer, racemate, diastereomer, or mixture of diastereomers thereof to a patient in need thereof.

20. (Currently Amended) A method of treating ~~and/or preventing~~ the pathological sequelae due to high levels of plasma LDL-cholesterol in a mammal comprising administering an effective dose of a compound of formula I, pharmaceutically acceptable salt, ~~solvate,~~ enantiomer, racemate, diastereomer, or mixture of diastereomers to a patient in need thereof.

21. (Currently Amended) A pharmaceutical composition comprising a compound according to Claim 1, or a pharmaceutically acceptable salt, enantiomer, racemate, diastereomer, or mixture of diastereomers thereof, and a carrier, diluent and/or excipient.

22. (Canceled)

23. (New) A method according to Claim 15, wherein the regulation of CETP activity results in an increase in plasma HDL-cholesterol levels.

24. (New) A method of treating cardiovascular diseases comprising administering a compound of formula I according to claim 1, or a pharmaceutically acceptable salt, enantiomer, racemate, diastereomer, or mixture of diastereomers thereof to a patient.